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5 6 7 8 9 10 11	Facsimile: (415) 983-1200  PILLSBURY WINTHROP SHAW PITTMAN JAMES M. LINDFELT SBN 275352  james.lindfelt@pillsburylaw.com 2550 Hanover Street Palo Alto, CA 94304-1115 Telephone: (650) 233-4500 Facsimile: (650) 233-4545  Attorneys for Defendants INVENSENSE, INC BEHROOZ ABDI, AMIR FAINTUCH, USAMA FAYYAD, EMIKO HIGASHI, JON OLSON, AMIT SHAH, ERIC STANG a YUNBEI YU	· · · · · · · · · · · · · · · · · · ·
13 14 15	UNITED STATES I NORTHERN DISTRIC SAN FRANCIS	CT OF CALIFORNIA
16 117 118 119 20 21 22 23 24 25 26 27	MARC NUZZO, on behalf of himself and all others similarly situated,  Plaintiff,  vs.  INVENSENSE, INC., BEHROOZ ABDI, AMIR FAINTUCH, USAMA FAYYAD, EMIKO HIGASHI, JON OLSON, AMIT SHAH, ERIC STANG, YUNBEI YU, TDK CORPORATION, and TDK SENSOR SOLUTIONS CORPORATION,  Defendants.	Case No. 3:17-cv-00859-JD  STIPULATION EXTENDING TIME TO RESPOND TO COMPLAINT; REQUEST TO POSTPONE CASE MANAGEMENT CONFERENCE; AND PROPOSED ORDER  Hon. James Donato
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Stipulation Extending Time and Request to Postpone CMC

Case No. 3:17-cv-00859-JD

1	RECITALS
2	A. This action (the "Nuzzo Action") is a purported shareholder class action alleging
3	violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 Act and SEC
4	Rule 14a-9 brought by Plaintiff Marc Nuzzo against defendants InvenSense, Inc. and members
5	of InvenSense's Board of Directors (collectively, the "InvenSense Defendants"), TDK
6	Corporation and TDK Sensor Solutions Corporation (the "TDK Defendants", collectively
7	with the InvenSense Defendants, the "Defendants"). This action relates to a proposed
8	transaction between InvenSense and the TDK Defendants pursuant to which InvenSense
9	would be acquired by the TDK Defendants (the "Proposed Merger").
10	B. The <i>Nuzzo Action</i> is the first filed of six actions relating to the Proposed Merger
11	pending in this Court; the other five actions are:
12	Marc Chicorel v. InvenSense, Inc., Behrooz Abdi, Amir Faintuch, Usama
13	Fayyad, Emiko Higashi, Jon Olson, Amit Shah, Eric Stang and Yunbei Yu, Case No. 4:17-cv-00901-HSG (N.D. Cal., filed Feb. 22, 2017) ("Chicorel Action");

David Dunham v. InvenSense, Inc., Behrooz Abdi, Amir Faintuch, Emiko Higashi, Jon Olson, Amit Shah, Eric Stang, Yunbei Yu, Usama Fayyad, TDK Corporation and TDK Sensor Solutions Corporation, Case No. 4:17-cv-00957-PJH (N.D. Cal., filed Feb. 24, 2017) ("Dunham Action");

Atef Isaac v. InvenSense, Inc., Behrooz Abdi, Amir Faintuch, Usama Fayyad, Emiko Higashi, Jon Olson, Amit Shah, Eric Stang and Yunbei "Ben" Yu, Case No. 4:17-cv-01014-JSW (N.D. Cal., filed Feb. 27, 2017) ("Isaac Action");

Amy Holzman v. InvenSense, Inc., Behrooz Abdi, Amir Faintuch, Usama Fayyad, Emiko Higashi, Jon Olson, Amit Shah, Eric Stang and Yunbei Yu, Case No. 4:17-cv-01038-WHA (N.D. Cal., filed Feb. 28, 2017) ("Chicorel Action"); and

George F. Rollins v. InvenSense, Inc., Behrooz Abdi, Amir Faintuch, Emiko Higashi, Jon Olson, Amit Shah, Eric Stang, Yunbei "Ben" Yu, Usama Fayyad, TDK Corporation and TDK Sensor Solutions Corporation, Case No. 3:17-cv-01574-RS (N.D. Cal., filed Mar. 23, 2017) ("Rollins Action").

- C. Plaintiffs' counsel in five of the six actions (all but *Rollins*) have agreed among themselves how best to coordinate their activities; they have decided to move to relate all six actions, and to treat the *Nuzzo* complaint as the operative complaint.
- D. Accordingly, the parties agree that there is no point in having Defendants

  Case No. 3:17-cv-00859-JD

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respond at present to the other four complaints, and therefore stipulations extending time have been filed in the other four actions. See Chicorel Dkt. 9; Dunham Dkt. 10; Isaac Dkt. 10; and Holzman Dkt. 20. (The TDK Defendants have not been served in any action.)

- F. In this action, Plaintiff filed a Preliminary Injunction Motion (*Nuzzo* Dkt. 7), the parties stipulated to a briefing schedule and expedited hearing (*Nuzzo* Dkt. 9), the Court granted an expedited hearing date (Nuzzo Dkt. 10), InvenSense filed an amendment to its Definitive Proxy Statement that included supplemental disclosures addressing Plaintiff's claims raised in his Injunction Motion, and Plaintiff filed a Notice of Withdrawal of Plaintiff's Motion for Preliminary Injunction (*Nuzzo* Dkt. 11).
- G. The meeting of InvenSense shareholders to vote on the Proposed Merger is set for May 17, 2017. If the shareholders approve the Proposed Merger, the transaction will likely close that day or the next.
- Η. If the shareholders' meeting is held and the Proposed Merger closes, the Plaintiff in this action will dismiss his complaint without prejudice to other members of the putative class, but will request that the Court retain jurisdiction solely for the purpose of hearing any dispute relating to Plaintiff's petition for attorneys' fees, should the parties not reach an agreement. Plaintiffs in the other four allied actions likely will dismiss their complaints without prejudice to other members of the putative class.
- I. Because this is the likely resolution of *Nuzzo* Action and the other four allied actions, the parties believe that it would serve no purpose for Defendants at present to plead to the Nuzzo complaint (to which, for the InvenSense Defendants, a response otherwise is due May 15, two days before the shareholders' meeting) or for the parties to prepare for or participate in a case management conference (currently set for May 25, 2017).
- J There have been no previous extensions of time to plead or otherwise respond to the complaint. The stipulated extension set forth below would not affect any deadline set by court order and accordingly is permissible without court order under Civil Local Rule 6-1(a). The parties' proposed postponement of the case management conference would, of course, require a court order.

1	STIPULATION AND REQUEST	
2	Plaintiff, Marc Nuzzo, and the InvenSense Defendants, through their counsel of recor	
3	hereby:	
4	1. Agree that the InvenSense Defendants may have an extension of time to answer	
5	or otherwise respond to the <i>Nuzzo</i> Complaint until 21 days after a notice from Plaintiff	
6	Nuzzo's counsel, e-filed with the Court, stating that Nuzzo is withdrawing from this	
7	stipulation.	
8	2. Respectfully request that the Court take off-calendar the case management	
9	conference currently set for May 25, 2017 at 10:00 a.m. and postpone it to a date convenient to	
10	the Court (the parties suggest a date in the latter part of July, when it might be combined with	
11	a hearing on a "mootness" fee application, should Plaintiffs make one).	
12	IT IS SO STIPULATED.	
13	Dated: May 10, 2017 PILLSBURY WINTHROP SHAW PITTMAN LLP	
14	By _/s/ Bruce A. Ericson	
15	Bruce A. Ericson  Bruce A. Ericson  Attorneys for Defendants INVENSENSE, INC.,	
16	BEHROOZ ABDI, AMIR FAINTUCH, USAMA FAYYAD, EMIKO HIGASHI, JON OLSON, AMIT	
17	SHAH, ERIC STANG and YUNBEI YU	
18	Dated: May 10, 2017	
19	LEVI & KORSINSKY LLP	
20	By: <u>/s/ Rosemary M. Rivas</u> Rosemary M. Rivas	
21	44 Montgomery Street, Suite 650 San Francisco, CA 94104	
22	Telephone: (415) 291-2420 Facsimile: (415) 484-1294	
23	OF COUNSEL:	
24	Seth D. Rigrodsky (to be admitted <i>pro hac vice</i> ) Gina M. Serra (to be admitted <i>pro hac vice</i> )	
25	RIGRODSKY & LONG, P.A. 2 Righter Parkway, Suite 120	
26	Wilmington, DE 19803 Telephone: (302) 295-5310	
27	Attorneys for Plaintiff	
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1	ATTESTATION PURSUANT TO CIVIL LOCAL RULE 5-1(i)(3)	
2	Pursuant to Civil Local Rule 5-1(i)(3), I hereby attest that concurrence in the filing of	
3	this document has been obtained from the other Signatory.	
4	Dated: May 10, 2017	
5	<u>/s/Bruce A. Ericson</u> Bruce A. Ericson	
6	[PROPOSED] ORDER	
7	In accordance with the foregoing stipulation, and good cause appearing,	
8	IT IS HEREBY ORDERED that:	
9	1. The Case Management Conference set for May 25, 2017 at 10:00 a.m. is taken	
10	off-calendar and postponed until July, 2017 at 10:00 a.m.	
11	2. Should the action not be dismissed by June 30, 2017, the parties are hereby	
12	ordered to meet and confer re: initial disclosures, early settlement, ADR process selection and	
13	discovery plan no later than 21 days before the reset case management conference, and to e-	
14	file their Rule 26(f) report and joint case management statement no later than seven days	
15	before the reset case management conference.	
16	3. Any application for an award of attorneys' fees and costs should be set for	
17	hearing in accordance with Civil Local Rule 7-2(a).	
18	IT IS SO ORDERED.	
19	Dated: May, 2017.	
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21	Hon. James Donato	
22	United States District Judge	
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